

State of New Hampshire

Department of State

OFFICE OF SECRETARY OF STATE

CERTIFIED COPY

I, David M. Scanlan, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of AMENDMENT(06/12/2007), AMENDMENT(11/01/2006), BUSINESS FORMATION(09/14/2006) as a New Hampshire Nonprofit Corporation of ALLIANCE HEALTH SERVICES as filed in this office and held in the custody of the Secretary of State. Documents may be subject to redactions according to New Hampshire RSA 91A.

Business ID: **564619**

Certificate Number: **4623351**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 2nd day of December A.D. 2019.

A handwritten signature in black ink, appearing to read "D. Scanlan", written over a horizontal line.

David M. Scanlan

Deputy Secretary of State

STATE OF NEW HAMPSHIRE

Recording Fee: \$25.00 (Note 1)
Use black print or type.
Leave 1" margins both sides.

Form No. NP 3
RSA 292:5 & 7

Form must be single-sided, on 8 1/2 x 11" paper, and have a one inch margin on both sides. Double sided copies will not be accepted.

**AFFIDAVIT OF AMENDMENT OF
ARTICLES OF AGREEMENT
OF
ALLIANCE HEALTH SERVICES
(A NEW HAMPSHIRE NONPROFIT CORPORATION)**

I, Jeff Eisenberg, the undersigned, being the Secretary (Note 2) of Alliance Health Services, a New Hampshire nonprofit corporation (the "Corporation"), do hereby certify that a meeting was held on May 31, 2007 in Manchester, New Hampshire (Note 3), for the purpose of amending the Articles of Agreement and the following amendment was approved by a majority vote of the Corporation's Board of Directors. (Note 4)

Articles III, IV and VIII of the existing Articles of Agreement shall be amended as set out hereinafter.

The text of Article III – Membership shall be amended to be as follows:

The sole member of the Corporation shall be CMC Healthcare System which shall possess such reserved powers as are set forth in Article VIII hereof.

The text of Article IV – Disposition shall be amended to be as follows:

The provisions for the disposition of the corporate assets in the event of dissolution of the Corporation are:

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Corporation, if any, shall be distributed to Catholic Medical Center. If Catholic Medical Center no longer exists or is not an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), then such remaining assets, if any, shall be distributed to CMC Healthcare System. Finally, if neither Catholic Medical Center or CMC Healthcare System exist or are not organizations exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, then the assets of the Corporation, if any, shall be distributed to the Roman Catholic Bishop of Manchester. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.



AFFIDAVIT OF AMENDMENT OF
ARTICLES OF AGREEMENT OF
ALLIANCE HEALTH SERVICES

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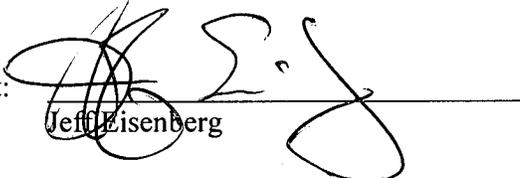
The introductory paragraph of Article VIII – Reserved Powers shall be amended to be as follows:

Each of the following actions shall be approved by a majority vote of the members of the Board of Governors of the Sole Member:

The remainder of Article VIII – Reserved Powers shall remain in force as previously set forth.

I hereby further certify that the remaining Articles in the Articles of Agreement are in full force and effect.

A true record, attest:


Jeff Eisenberg

Dated: 5/31/07, 2007

- Notes:
1. Make check payable to N.H. Secretary of State
 2. Clerk, secretary or other officer
 3. Town/city and state
 4. Enter either "Board of Directors" or "Trustees"

Mail fee with DATED AND SIGNED ORIGINAL TO: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business.

STATE OF NEW HAMPSHIRE

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Form No. NP 3
RSA 292:5 & 7

**AFFIDAVIT OF AMENDMENT OF
ARTICLES OF AGREEMENT
OF
ALLIANCE HEALTH SERVICES
(A NEW HAMPSHIRE NONPROFIT CORPORATION)**

I, Jeff Eisenberg, the undersigned, being the Secretary (Note 2) of Alliance Health Services, a New Hampshire nonprofit corporation (the "Corporation"), do hereby certify that a meeting was held on September 28, 2006 in Manchester, New Hampshire (Note 3), for the purpose of amending the Articles of Agreement and the following amendment was approved by a majority vote of the Corporation's Board of Directors. (Note 4)

Article VIII of the existing Articles of Agreement shall be replaced by Article VIII as set out hereinafter.

I hereby further certify that the remaining Articles in the Articles of Agreement are in full force and effect:

ARTICLE VIII – RESERVED POWERS

Each of the following actions shall be approved by a majority vote of the members of the Board of Directors of the Sole Member:

1. Any repeal, alteration or amendment of the Articles of Agreement or Bylaws of the Corporation;
2. Any change in the mission, objectives or purposes of the Corporation or its ethical and religious standards;
3. Any conveyance, purchase, sale or lease of, or grant of mortgages, trust deeds or creation of other liens or encumbrances on, real property assets of the Corporation in excess of \$1 million or any conveyance of any assets of the Corporation (other than real property assets) or the incurring of any indebtedness (other than any such indebtedness secured by real property assets) which exceeds \$1 million;
4. The appointment of each director of the Corporation;
5. The removal of any director of the Corporation;



AFFIDAVIT OF AMENDMENT OF
ARTICLES OF AGREEMENT OF
ALLIANCE HEALTH SERVICES

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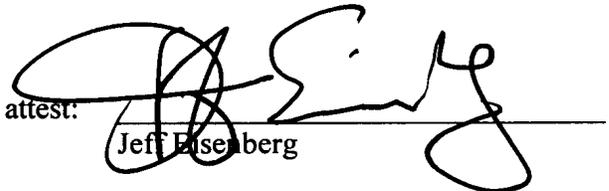
6. Any merger with or consolidation of the Corporation into another entity, or the acquisition by the Corporation of substantially all of the assets of another entity or the sale or lease of substantially all of the assets of the Corporation to any person or entity;

7. Any creation of an affiliate or subsidiary organization, or any affiliation of the Corporation with any other entity for the purpose of the joint conduct of business or other programs, whether in the form or participation in a corporation (either through the holding of stock or membership), partnership, joint venture, co-tenancy or any other form of ownership or control; and

8. The dissolution or liquidation of the Corporation.

At all times this Corporation shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the *Ethical and Religious Directives for Catholic Health Care Services* promulgated by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, the Corporation shall, in all such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of an compliance with the *Ethical and Religious Directives for Catholic Health Care Services*, whether directly or by delegation of authority, in such manner as he deems appropriate.

A true record, attest:



Jeff Eisenberg

Dated: September 28, 2006

- Notes:
1. Make check payable to N.H. Secretary of State
 2. Clerk, secretary or other officer
 3. Town/city and state
 4. Enter either "Board of Directors" or "Trustees"

Mail fee with DATED AND SIGNED ORIGINAL TO: Corporation Division, Department of State,
107 North Main Street, Concord, NH 03301-4989.

File a copy with Clerk of the town/city of the principal place of business.

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Recording Fee: \$25.00 (Note 1)
Use black print or type.
Leave 1" margins both sides

Form No. NP 1
RSA 292:2

**ARTICLES OF AGREEMENT
OF
ALLIANCE HEALTH SERVICES**

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292, BY THE FOLLOWING:

ARTICLE I - NAME

The name of this corporation shall be ALLIANCE HEALTH SERVICES.

ARTICLE II - PURPOSE

The purposes for which this Corporation is established are:

- (a) To facilitate health care programs to further (i) the quality and accessibility of health care services, particularly in the Greater Manchester community, and throughout the State of New Hampshire; (ii) the efficiency of utilization of health care facilities and services, particularly in the Greater Manchester community and throughout the State of New Hampshire; and (iii) the reasonable containment of the cost of health care to the public.
- (b) To promote and generate health care for a broad cross section of the Greater Manchester, New Hampshire community in general and to own interests in entities which accomplish such purposes.
- (c) To facilitate and promote the functions of, help carry out the purposes of, and uphold the activities of health care and community service facilities with regard to programs for the effective delivery of a continuum of health care services to persons other than hospital inpatients and to own interests in entities which accomplish such purposes.
- (d) To receive and accept public and private gifts, grants, loans and other funds in furtherance of the purposes of the Corporation, and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the State of New Hampshire to promote and attain the foregoing purposes.



(e) The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or of any corresponding provision of subsequent Federal law.

(f) The Corporation, as an agency of the Roman Catholic Church, shall comply and act within the scope and in a manner consistent with the *Ethical and Religious Directives for Catholic Health Care Services*, which is promulgated and revised from time to time by the National Conference of Catholic Bishops, and interpreted by the Roman Catholic Bishop of Manchester (the "Bishop").

(g) To engage, subject to the provisions of Article VIII below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

ARTICLE III – MEMBERSHIP

The sole member of the Corporation shall be Catholic Medical Center which shall possess such reserved powers as are set forth in Article VIII hereof.

ARTICLE IV – DISPOSITION OF ASSETS

The provisions for the disposition of the corporate assets in the event of dissolution of the Corporation are:

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Corporation, if any, shall be distributed to Catholic Medical Center. If Catholic Medical Center no longer exists or is not an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), then such remaining assets, if any, shall be distributed to Catholic Medical Center. Finally, if neither Catholic Medical Center or Catholic Medical Center exist or are not organizations exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, then the assets of the Corporation, if any, shall be distributed to the Roman Catholic Bishop of Manchester. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V - ADDRESS

The principal office of the Corporation shall be at 100 McGregor Street in the City of Manchester, County of Hillsborough and State of New Hampshire.

ARTICLE VI – CAPITAL STOCK

The amount of capital stock, if any, or the number of shares is: None.

ARTICLE VII – PROHIBITED ACTIVITIES

1. No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible pursuant to Section 170(c)(2) of the Code.

ARTICLE VIII – RESERVED POWERS

Each of the following actions shall be approved by a majority vote of the members of the Board of Governors of the Sole Member:

1. Any repeal, alteration or amendment of the Articles of Agreement or Bylaws of the Corporation;

2. Any change in the mission, objectives or purposes of the Corporation or its ethical and religious standards;

3. Any conveyance, purchase, sale or lease of, or grant of mortgages, trust deeds or creation of other liens or encumbrances on, real property assets of the Corporation in excess of

\$1 million or any conveyance of any assets of the Corporation (other than real property assets) or the incurring of any indebtedness (other than any such indebtedness secured by real property assets) which exceeds \$1 million;

4. The appointment of each director of the Corporation;
5. The removal of any director of the Corporation;
6. Any merger with or consolidation of the Corporation into another entity, or the acquisition by the Corporation of substantially all of the assets of another entity or the sale or lease of substantially all of the assets of the Corporation to any person or entity;
7. Any creation of an affiliate or subsidiary organization, or any affiliation of the Corporation with any other entity for the purpose of the joint conduct of business or other programs, whether in the form or participation in a corporation (either through the holding of stock or membership), partnership, joint venture, co-tenancy or any other form of ownership or control; and
8. The dissolution or liquidation of the Corporation.

At all times this Corporation shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the *Ethical and Religious Directives for Catholic Health Care Services* promulgated by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, the Corporation shall, in all such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of an compliance with the *Ethical and Religious Directives for Catholic Health Care Services*, whether directly or by delegation of authority, in such manner as he deems appropriate.

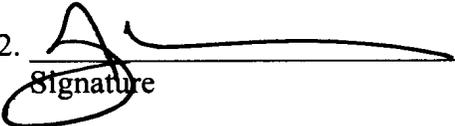
ARTICLE IX – LIMITATION OF LIABILITY

The provisions eliminating or limiting the personal liability of directors or officers are:

Each director and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, or both, except with respect to: (1) any breach of the director's or officer's duty of loyalty to the Corporation or the members; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the director or officer derived any improper personal benefit.

ARTICLE X - INCORPORATORS

The signatures and post office addresses of each of the persons associating together to form the Corporation are:

<u>Signatures and Name</u>	<u>Post Office Address</u>
1. <u></u> Signature <u>Joseph B. Reilly</u> Name	<u>49 Old Sawmill Road</u> Street <u>Bedford, New Hampshire 03110</u> City/Town State Zip
2. <u></u> Signature <u>Alyson Pitman Giles</u> Name	<u>743 Hopkinton Road</u> Street <u>Hopkinton, New Hampshire 03229</u> City/Town State Zip
3. <u></u> Signature <u>Ronald J. Rioux</u> Name	<u>200 McGregor Street</u> Street <u>Manchester, New Hampshire 03102</u> City/Town State Zip
4. <u></u> Signature <u>Jeff Eisenberg</u> Name	<u>555 Elm Street</u> Street <u>Manchester, New Hampshire 03101</u> City/Town State Zip
5. <u></u> Signature <u>Stephen Camann</u> Name	<u>300 River Road</u> Street <u>Bedford, New Hampshire 03110</u> City/Town State Zip

ARTICLES OF AGREEMENT OF
ALLIANCE HEALTH SERVICES

Form No. NP 1
(Cont'd)

- NOTES:
1. Recording fee payable to: N.H. Secretary of State
 2. If no provision eliminating or limiting personal liability, insert "NONE".
 3. At least five signatures are required.
 4. Must be recorded with the Clerk of the City/Town of the principal place of business following recording with the Secretary of State. (Fee payable to the clerk is \$5.00)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:
Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

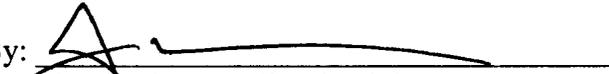
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CONSENT TO USE OF NAME

The undersigned, being the President of Catholic Medical Center, a New Hampshire voluntary corporation and the registered owner of the trade name Alliance Health System/Services, and in the name of and on behalf of Catholic Medical Center, does hereby consent to the use of the name "Alliance Health Services" by a corporation to be formed pursuant to New Hampshire Revised Statutes Annotated Chapter 292.

Dated this 6th day of September, 2006.

CATHOLIC MEDICAL CENTER

By: 
Alyson Pitman Giles, its duly
authorized President